

RECENT ACCOUNTING PRONOUNCEMENTS

In June 2001, the FASB issued Statements of Financial Accounting Standards No. 141, Business Combinations, and No. 142, Goodwill and Other Intangible Assets ("SFAS 142"), effective for fiscal years beginning after December 15, 2001. Under the new rules, goodwill and intangible assets deemed to have indefinite lives will no longer be amortized but will be subject to annual impairment tests in accordance with SFAS 142. Other intangible assets will continue to be amortized over their useful lives.

The Company will apply the new rules on accounting for goodwill and other intangible assets beginning in the first quarter of 2002. During the first six months of 2002, the Company will perform the first of the required impairment tests of

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goodwill and indefinite lived intangible assets as of January 1, 2002 and has not yet determined what the effect of these tests will be on the earnings and financial position of the Company.

In August 2001, the FASB issued Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS 144"), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of, and the accounting and reporting provisions of APB Opinion No. 30, Reporting the Results of Operations for a Disposal of a Segment of a Business. SFAS 144 is effective for fiscal years beginning after December 15, 2001, with earlier application encouraged. The Company expects to adopt SFAS 144 as of January 1, 2002 and does not expect that the adoption of the Statement will have a significant impact on its financial position and results of operations.

RECLASSIFICATIONS

Certain reclassifications have been made in the 2000 and 1999 financial statements to conform to the 2001 presentation.

5. ACCOUNTS RECEIVABLE

Accounts receivable consists of the following (in thousands):

<Caption>

	DECEMBER 31	
	2001	2000
Accounts receivable, trade	\$ 7,005	\$ 11,599
Accounts receivable, other	1,532	2,425
Less allowance for doubtful accounts ..	(490)	(578)
Accounts receivable net of allowance ..	\$ 8,047	\$ 13,446
	=====	=====

The activity in the Company's allowance for doubtful accounts for the periods ending December 31, 2001, 2000 and 1999 is as follows (in thousands):

<Caption>

FOR THE PERIOD ENDED	BALANCE AT BEGINNING OF PERIOD	CHARGED TO COSTS AND EXPENSES	ACQUIRED	DEDUCTIONS	BALANCE AT END OF PERIOD
December 31, 2001	\$ 578	\$ 11,263	\$ --	\$ (11,351)	\$ 490
December 31, 2000	415	3,770	--	(3,607)	578
December 31, 1999	325	1,585	412	(1,907)	415

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the following (in thousands):

<Caption>

	DECEMBER 31	
	2001	2000
Land	\$ 2,489	\$ 2,530
Buildings and improvements	10,296	8,968
Vehicles	12,224	11,875
Cable television distribution systems ...	335,070	308,781
Office furniture, tools and equipment ...	18,967	17,458
Construction in progress	6,946	24,205
	385,992	373,817
Less accumulated depreciation	(144,692)	(98,364)
	\$ 241,300	\$ 275,453
	=====	=====

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7. LONG-TERM DEBT

Balances of amounts outstanding under the Company's various debt agreements are as follows (in thousands):

<Caption>

	DECEMBER 31	
	2001	2000
DIP Financing	\$ 2,000	\$ --
1999 credit facility:		
Revolver	35,382	16,000
Term loan B	86,562	86,842
Term loan C	77,905	78,158
10.5% senior subordinated notes ...	--	225,000
9.375% senior subordinated notes ..	--	150,000
9.875% senior subordinated notes ..	--	3,000
Other	22	36
	-----	-----
	\$201,871	\$559,036
	=====	=====

Long-term debt subject to compromise at December 31, 2001 is as follows (in thousands):

10.5% senior subordinated notes	\$225,000
9.375% senior subordinated notes	150,000
9.875% senior subordinated notes	3,000

	\$378,000
	=====

At December 31, 2001, the senior subordinated notes have been reclassified as long-term debt subject to compromise in the above table and on the Consolidated Balance Sheets due to the Chapter 11 bankruptcy filing. These instruments did not become subject to compromise until the bankruptcy filing.

The DIP Financing is collateralized by, among other things, a senior lien on substantially all of the Company's assets, including assets that had previously been subject to a lien. The Company and its subsidiaries have guaranteed the obligations under the DIP Financing and the Company has pledged the outstanding stock of its subsidiaries in connection with the DIP Financing. The DIP Financing expires on the one-year anniversary of the first loan under the DIP Financing, unless it is extended to fifteen months following the closing of the first loan. The DIP Financing can be terminated if an event of default occurs and Cable can terminate portions of the revolving credit commitment in certain circumstances. As of December 31, 2001, \$2.0 million is outstanding.

If a loan under the DIP Financing is a base rate loan, Cable will pay interest equal to the greater of (a) 7.00% per annum, and (b) the base rate plus 2.50%. The base rate for any period is a fluctuating rate equal to the greater of (i) the rate announced by Goldman Sachs in New York from time to time as its base rate, and (ii) the sum of 0.5% and the federal funds rate. If a loan is a Eurodollar rate loan, Cable will pay interest equal to the greater of (a) 7.00%

per annum and (b) the Eurodollar rate plus 4.50%. The Eurodollar rate is determined by Goldman Sachs to be the offered rate for deposits in dollars for the applicable period which appears on the Dow Jones Markets Telerate Page 3750. Interest accrued on a base rate loan is generally payable in arrears on the first day of each calendar month after the making of each base rate loan. Interest accrued on a Eurodollar rate loan is generally payable in arrears on the first day of each month during an interest period applicable to such loan. The interest period may be one, two, three or six months as selected by Cable in its borrowing notice.

The Company's ability to borrow against the DIP Financing is subject to certain terms including compliance with the agreement's covenants.

As of December 31, 2001, the Company was not in compliance with certain financial covenants specified in its DIP financing and its 1999 credit facility. As a result, all such debt is classified as current at December 31, 2001.

As a result of the bankruptcy filing, all available commitments of the 1999 credit facility were cancelled.

Cable failed to make an aggregate \$7.2 million of interest payments due on its 9.375% senior subordinated notes and its 9.875% senior subordinated notes that were due on August 1, 2001. In addition, Cable failed to make the \$11.8 million interest payment on its 10.5% senior subordinated notes that was due on September 4, 2001. The failure of Cable to make the interest payments is an event of default under the Indentures under which the notes were issued.

In February 2001, Cable borrowed an additional \$19.5 million on its revolver.

In February 2000, Cable issued \$225 million of 10.5% senior subordinated notes due 2010. Proceeds were partially used to finance the acquisition of Star. In addition, Cable utilized proceeds to pay down the 1999 credit facility by \$100 million and to redeem \$36 million of its 9.875% senior subordinated notes. At this time, and again in September 2000, the 1999 credit facility was further amended to (a) allow for the Star acquisition, (b) allow for certain transactions related to Cable's tower portfolio, (c) modify some of the covenants in the credit facility, (d) restructure the term loan A to allow Cable to reborrow against it through February 2001, subject to certain conditions, and (e) increase the term loan A facility \$25 million. The covenant modifications included an amendment to the definition of Operating Cash Flow for the period ending on December 31, 2000 to allow for the add back of up to \$3 million in expenses resulting from business rationalizations and rescaling of overhead. The amendment of the 1999 credit facility concurrent with the note offering resulted in an extraordinary loss of \$8.5 million (\$5.5 million, net of taxes).

The amendments to the 1999 credit facility also increased the applicable margins associated with the facility's interest calculations as well as the range of potential quarterly commitment fees. Cable was required to pay a quarterly commitment fee that can range from 0.375% to 0.750% per annum on the unused loan commitment.

In January 2000, the Company redeemed all outstanding 13.25% senior discount notes at a redemption price equal to 113.25% of the accreted value of the notes. This resulted in an extraordinary loss of \$13.3 million (\$9.3 million, net of taxes). The senior discount notes were sold in units that consisted of a \$1,000 note and three shares of common stock of the Company. Shares issued in connection with the offering totaled 342,000. Proceeds of \$3.77 per share were allocated to the sale of the shares, resulting in a discount being recorded on the debt of \$1.3 million. This per share amount represented the relative fair value of the stock as of the date of the offering.

In July 1999, Cable issued \$150 million of 9.375% senior subordinated notes due 2009. Interest payments on these notes began in 2000. Concurrent with the offering, Cable entered into the 1999 credit facility. The 1999 credit facility, as amended in November 1999 and September 2000, consists of a \$75 million revolving credit facility (borrowings are subject to certain restrictive conditions), a \$75 million term A loan, a \$100 million term B loan, and a \$200 million term C loan. Principal payments on the facility commence in 2001 with final maturity in 2008. The Company may be subject to mandatory prepayments based upon operating results, sales of assets, equity or debt offerings or other events. Interest is based upon either a LIBOR rate plus an applicable margin or, at the option of the Company, a base rate plus an applicable margin. At December 31, 2001, the weighted average interest rate of the credit facility was 8.96%. Proceeds from the 1999 credit facility totaled \$265 million and were, in part, used to pay off the 1998 credit facility. This resulted in a pre-tax extraordinary loss from the early extinguishment of debt of \$2.3 million.

Pursuant to the change of control resulting from the July 1999 Brera investment, and in accordance with the indentures of the respective note agreements, Cable offered to redeem all of its outstanding 9.875% subordinated notes, and the Company all of its 13.25% senior discount notes. Cable redeemed \$86 million of the 9.875% senior subordinated notes at 101% of face value plus accrued interest. This resulted in a pre-tax extraordinary loss from the early extinguishment of debt of \$4.3 million. Cable borrowed \$90 million under its 1999 credit facility to repurchase the tendered 2008 subordinated notes and to

pay associated fees and expenses incurred as a result of the change of control offer. None of the 13.25% senior discount notes were tendered for redemption.

The senior subordinated notes are unsecured and are subordinated to all existing and future senior indebtedness of Cable. The notes rank without preference with all existing and future senior subordinated indebtedness of Cable. The senior subordinated notes may be redeemed contingent on certain events and/or the passage of time at the redemption price, which may include a premium. Restrictive covenants associated with these notes limit the Company's ability to enter into certain transactions.

The 1999 credit facility is collateralized by essentially all the assets of Cable. The Company has no operations of its own. The terms of the credit facility restrict certain activities of Cable, including the incurrence of additional indebtedness and the payment of certain dividends. Accordingly, substantially all the assets and operations of Cable are restricted as to transfer to the Company and may not be available for dividends and/or debt service of the Company.

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The Company utilizes interest rate cap and interest rate swap agreements to limit the impact of increases in interest rates on its floating rate debt. The agreements require premium payments to counterparties based upon a notional principal amount. At December 31, 2001, no such instruments were outstanding. The impact of interest rate risk management activities on income in 2001, 2000 and 1999, and the amount of deferred gains and losses from interest rate risk management transactions at December 31, 2000 were not material. Interest rate cap agreements entitle the Company to receive from the counterparties the amounts, if any, by which the selected market interest rates exceed the strike rates stated in the agreements. Interest rate swap agreements are used by the Company to change the interest rate of their debt from variable rate to fixed rate. The swap is a contractual agreement between the Company and another party to exchange payments periodically over the life of the agreement based upon the interest rates of the underlying debt over the period of the agreement. The differential to be paid or received is accrued and recognized as an adjustment of interest expense related to the debt (the accrual accounting method). The premium paid for both types of agreements is amortized to interest expense using the interest method over the life of the agreement.

8. CAPITAL STOCK

SHARES RESERVED

At December 31, 2001, 3.0 million shares of common stock were reserved for the exercise of options and warrants and 7.2 million shares for the conversion of outstanding common stock.

Holders of nonvoting common stock and Class B voting common stock are entitled at any time and from time to time to convert any and all of the shares held into the same number of shares of Class A voting common stock or Class B voting common stock (only in the case of nonvoting common stock), provided that such conversion would be in accordance with all laws, regulations, rules or other requirements of any governmental authority applicable to such conversion as well as the provisions of the Amended and Restated Certificate of Incorporation.

INITIAL PUBLIC OFFERING

In December 1999, the Company completed the initial public offering of 7,250,000 shares of its Class A common stock at an offering price of \$25.00 per share. In addition, existing shareholders participating in the initial public offering sold 2,237,500 shares at the offering price.

EQUITY INVESTMENT

In July 1999, the Company sold 6,490,734 shares of Class B voting common stock to Brera for \$100 million. The proceeds were distributed as follows: \$95.7 million was contributed to Cable to finance the acquisition of Buford Group, Inc., \$3.3 million of offering costs were paid to Brera pursuant to management and advisory fee agreements, and approximately \$750,000 was paid to Brera as reimbursement of offering costs related to certain of its fees and expenses incurred in connection with the investment.

RESTRICTED COMMON STOCK

In 1996, the Company issued 258,813 shares of restricted Class B voting common stock to complete an exchange for shares of a then existing class of common stock. The restrictions included vesting provisions and the entitlement to \$9.93 less per share in distributions than the amount otherwise payable for

distribution to the holders of the Company's common stock. The amount by which the fair value of the restricted Class B voting common stock exceeded the fair value of the stock exchanged was recorded as deferred compensation and expensed ratably over the vesting period. The fair value of the restricted Class B voting common stock and the stock exchanged was determined as of the issuance date by an independent valuation.

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The Company had the 1996 and 1998 Restricted Stock Award Plans ("the Plans") whereby employees were granted shares of the Company's Class B voting common stock. The stock awards generally vested over a three to four year period. In addition, upon any distribution event, the holders of the restricted stock were entitled to either \$29.78 less per share, \$19.06 less per share or \$3.77 less per share in distributions than the amount otherwise payable for distribution to the holders of the Company's common stock. The Company authorized 743,231 shares under the Plans, all of which were awarded. The fair value of the awards was recorded as deferred compensation and expensed ratably over the vesting period. The fair value was determined by an independent valuation.

The July 1999 Brera investment resulted in accelerated vesting of the restricted stock. All remaining deferred compensation amounts were recognized as compensation expense upon this accelerated vesting.

During the fourth quarter of 2000, the distribution thresholds expired in accordance with the terms of the plan.

The following table summarizes the activity of the Company's restricted stock:

<Caption>

	DISTRIBUTION THRESHOLDS				TOTAL
	\$ 29.78	\$ 19.06	\$ 9.93	\$ 3.77	
Balance at December 31, 1998	36,234	36,234	72,472	484,418	629,358
No activity in 1999	--	--	--	--	--
Balance at December 31, 1999	36,234	36,234	72,472	484,418	629,358
Expiration of restrictions	(36,234)	(36,234)	(72,472)	(484,418)	(629,358)
Balance at December 31, 2000	--	--	--	--	--
No activity in 2001	--	--	--	--	--
Balance at December 31, 2001	--	--	--	--	--

STOCK PURCHASE WARRANTS

At December 31, 2001 and 2000, there were warrants outstanding to acquire 153,210 nonvoting common shares at \$.001 per share which expire in 2006. No warrants were exercised during 2001 or 2000. Under the terms of the warrant agreements, the exercise price and exercise rate shall be subject to adjustment in the event of a change in the number of shares outstanding or valuation of the Company's common stock.

VOTING RIGHTS

At December 31, 2001 and 2000, all general voting power was vested in the holders of voting common stock. The holders of Class A voting common stock have one vote per share while the holders of Class B voting common stock have ten votes per share. Shares of preferred stock may be issued in one or more series with or without voting powers.

DIVIDENDS

Dividends on Common Stock shall be paid at such times as may be declared by the Board of Directors. Through December 31, 2001, no such dividends had been

declared.

STOCK OPTIONS

The Company has a 1999 Omnibus Stock Incentive Plan (the "Plan") whereby employees, officers, directors, consultants or advisors may be granted stock options, stock appreciation rights, restricted stock, performance shares, or deferred stock. The total number of shares of Class A voting common stock reserved and available for issuance under the Plan is 1,935,500. All options granted have 10-year terms and vest over four years. Prior to the adoption of the Plan, the Company granted options to acquire 597,500 of Class A voting common stock with vesting over four years and a ten year contractual life.

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A summary of the Company's Class A stock option activity, and related information for the years ended December 31 follows:

<Caption>

	1999		2000		2001	
	Options (000)	Weighted- Average Exercise Price	Options (000)	Weighted- Average Exercise Price	Options (000)	Weighted- Average Exercise Price
Outstanding - beginning of year	--	--	597	\$ 20.07	1,832	\$ 12.36
Granted	597	\$ 20.07	1,258	8.79	280	1.16
Forfeited	--	--	(23)	17.14	(46)	15.41
Canceled	--	--	--	--	(349)	12.15
Outstanding - end of year	597	\$ 20.07	1,832	\$ 12.36	1,717	\$ 10.50
Exercisable at end of year	--	--	145	\$ 20.07	597	\$ 14.36
Weighted average fair value of options granted during the year	\$ 7.87		\$ 4.42		\$ 1.07	

<Caption>

OPTIONS OUTSTANDING				EXERCISABLE	
Exercise Price	Number (000)	Weighted average exercise price	Weighted average contractual life (yrs.)	Number (000)	Weighted average exercise price
\$0.71	225	\$ 0.71	9.5	--	--
\$3.00 to \$5.14	674	4.25	8.8	186	\$4.42
\$8.78	98	8.78	8.5	37	8.78
\$16.00 to \$25.00	720	19.64	8.0	374	19.85

In 1999, the Company granted options to acquire 1,119,496 of Class B voting common stock. These options vested over three years, with a contractual life of ten years. They were granted with exercise prices of \$14.57 for half the grants and \$25.00 for half the grants with a weighted-average exercise price of \$19.79. None of these options were exercised and all had been canceled or forfeited as of December 31, 2001.

Pro forma information regarding the 2001 net loss and earnings per share is required by Statement No. 123, and has been determined as if the Company had accounted for its employee stock options under the fair value method of that Statement. The fair value for these options was estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate ranging from 4.98% to 6.33%; weighted-average expected life of the options of seven years; dividend rate of 0%; and assumed volatility of 359%. The weighted-average fair value of options granted during 2001 was \$1.07.

For purposes of pro forma disclosure, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's 2001, 2000 and 1999 pro forma net stock-based compensation expense was \$4.6 million, \$2.0 million and \$2.4 million, the pro forma net loss was \$325.6 million, \$69.0 million and \$46.3 million and the pro forma basic and diluted net loss per share was \$18.36, \$3.91 and \$7.25.

PUBLIC TRADING STATUS

Following the Company's Chapter 11 filing on November 13, 2001, the Nasdaq Stock Market immediately suspended trading in the Company's securities. On December 11, 2001, the Company's securities were delisted from the Nasdaq system. The Company's Class A stock currently is quoted on the NASD's OTC Bulletin Board under the symbol "CLSCQ".

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9. LOSS PER SHARE

The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):

<Caption>

	2001	2000	1999
	-----	-----	-----
Loss before extraordinary item.....	\$ (320,970)	\$ (52,226)	\$ (39,769)
	=====	=====	=====
Net loss.....	\$ (320,970)	\$ (66,993)	\$ (43,862)
	=====	=====	=====
Weighted-average shares outstanding.....	17,792	17,689	6,607
Less unvested portion of restricted stock.....	(53)	(32)	(230)
	-----	-----	-----
Adjusted weighted-average shares outstanding.....	17,739	17,657	6,377
	=====	=====	=====
Basic and diluted loss per share:			
Loss per share before extraordinary item.....	\$ (18.09)	\$ (2.96)	\$ (6.24)
Extraordinary loss on extinguishment of debt.....	--	(0.84)	(0.64)
	-----	-----	-----
Loss per share.....	\$ (18.09)	\$ (3.80)	\$ (6.88)
	=====	=====	=====

Warrants to purchase 153,210 shares of common stock at \$.001 per share were outstanding at December 31, 2001, 2000 and 1999, but were not included in the computation of diluted earnings per share as the effect of their exercise would be antidilutive. Options outstanding at December 31, 2001, 2000 and 1999 to purchase 1,717,250, 2,391,748 and 1,716,996 shares, respectively, of common stock at exercise prices ranging from \$0.71 per share to \$25.00 per share were not included in the computation of diluted earnings per share as the effect of their exercise would be antidilutive.

It is probable that the plan of reorganization ultimately approved by the Court will require the issuance of common stock or common stock equivalents. Such an issuance could further dilute current equity interests.

10. INCOME TAXES

Significant components of income tax benefit from continuing operations are as follows (in thousands):

<Caption>

	2001	2000	1999
	-----	-----	-----
Current:			
Federal.....	\$ --	\$ --	\$ --
State.....	--	--	--
	-----	-----	-----
Total current.....	--	--	--
Deferred:			
Federal.....	--	(16,754)	(9,881)
State.....	--	(3,428)	(2,020)
	-----	-----	-----
Total deferred.....	--	(20,182)	(11,901)
	-----	-----	-----
Income tax benefit.....	\$ --	\$ (20,182)	\$ (11,901)
	=====	=====	=====

The Company's provision for income taxes differs from the expected tax expense

(benefit) amount computed by applying the statutory federal income tax rate of 34% to loss before income taxes and extraordinary items as a result of the following:

<Caption>

	2001	2000	1999
	-----	-----	-----
Tax at U.S. statutory rate.....	(34.0)%	(34.0)%	(34.0)%
State taxes, net of federal benefit.....	(4.3)	(3.9)	(3.7)
Increase in valuation allowance.....	38.3	9.1	10.3
Other nondeductible items.....	0.0	0.9	4.4
	-----	-----	-----
	(0.0)%	(27.9)%	(23.0)%
	=====	=====	=====

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows (in thousands):

<Caption>

	DECEMBER 31	
	2001	2000
Deferred tax liabilities:		
Book over tax basis of depreciable assets	\$ 3,710	\$ 16,110
Book over tax basis of assets that are amortizable for tax ..	--	32,483
Total deferred tax liabilities	3,710	48,593
Deferred tax assets:		
Net operating loss carryforwards:		
Restricted	39,725	35,899
Other	94,155	35,108
Book over tax basis of assets that are amortizable for tax	12,099	--
Alternative minimum tax credit carryforwards	5,858	5,858
Other	3,534	986
Total deferred tax assets	155,371	77,851
Less valuation allowance	(151,661)	(29,258)
Net deferred tax assets	3,710	48,593
Net deferred tax liabilities	\$ --	\$ --
	=====	=====

At December 31, 2001, the Company had net operating loss carryforwards of \$350 million for federal income tax purposes, which begin to expire in 2002 if not utilized. Approximately \$104 million of the loss carryforwards is subject to various limitations under the Internal Revenue Code (including limitations of Section 382 of the Internal Revenue Code), which could result in expiration of the loss carryforwards before utilization.

Approximately \$8 million of the total valuation allowance as of December 31, 2001 was previously recorded for certain acquisition net operating loss carryforwards and other acquisition deferred tax assets due to restrictions on their utilization under the tax law and other uncertainties regarding their realization. When, and if, realized, the tax benefit associated with these deferred tax assets will be applied to reduce goodwill and other noncurrent intangibles related to the acquisitions. The Company believes it is more likely than not that such deferred tax assets will not be utilized in the near term.

11. EMPLOYEE BENEFIT PLAN

The Company sponsors a defined contribution pension plan, a 401(k) plan. Participation in this plan is available to substantially all employees. Employees may contribute up to 15% of their pay. The Company may match employee contributions for an amount up to 6% of each employee's base salary. Costs of the plan, including the Company's matching contributions, were \$380,000, \$428,000 and \$269,000 for the years ended December 31, 2001, 2000 and 1999, respectively.

12. SEVERANCE COSTS

In the fourth quarter of 2000, Cable accrued and charged to corporate overhead \$1.1 million of termination benefits relating to approximately 200 employees. The affected employees were primarily in administrative functions in office locations that were closed during 2001. In addition, certain levels of operations management were eliminated. All amounts were paid out in 2001 to 163

employees. There were no other adjustments to the accrued benefits.

13. CORPORATE OVERHEAD

During 2001, the Company engaged in various negotiations related to potential financing and restructuring transactions. The Company incurred substantial fees related to the due diligence efforts and commitments related to these potential transactions. During 2001, the Company incurred \$7.5 million related to such activities.

In June 2001, the Company forgave certain indebtedness of an officer of the Company. The amount forgiven was \$443,000. Other costs incurred related to the forgiveness totaled \$325,000.

The Company initiated a restructuring plan in the fourth quarter of 2000. See note 12. Other costs related to the Company's reorganization efforts incurred during 2001 were \$655,000.

14. COMMITMENTS AND CONTINGENCIES

AMENDED AND RESTATED KEY EMPLOYEE RETENTION PLAN

Effective December 12, 2001, Cable adopted, with Court approval, the Amended and Restated Classic Cable, Inc. Key Employee Retention Plan. The purpose of this plan is to encourage eligible employees of Cable to continue their employment during the company's restructuring. The plan provides for retention bonuses to be paid to key employees identified by the plan administrator at June 30, 2002 or when a "trigger event" occurs. A "trigger event" is defined as (1) the sale of substantially all of Cable's assets, (2) a reorganization or merger of Cable or other change of control, (3) the confirmation of a plan of reorganization, or (4) a restructuring (including payment) of substantially all of Cable's long term debt. The amount of any retention bonus is set forth in the notice to the employee participants. In the event a participant's employment is terminated because of death or disability or without cause prior to June 30, 2002 or the occurrence of a trigger event, the participant will be entitled to payment of the full amount of the retention bonus. If the participant voluntarily terminates his or her employment, the participant will not be eligible to receive a retention bonus.

LETTERS OF CREDIT

At December 31, 2001, Cable had \$1.2 million of outstanding letters of credit.

LEASE ARRANGEMENTS

The Company, as an integral part of its cable operations, has entered into short-term lease contracts for microwave service, pole use and office space. At December 31, 2001, future minimum lease payments were \$3,336,000 in 2002, \$3,071,000 in 2003, \$2,951,000 in 2004, \$2,755,000 in 2005 and \$2,800,000 thereafter. Rent expense was \$3,908,000, \$4,068,000 and \$2,230,000 for the years ended December 31, 2001, 2000 and 1999, respectively.

LITIGATION

On November 13, 2001, the Company and its subsidiaries filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Company and its subsidiaries remain in possession of their assets and properties, and continue to operate their businesses and manage their properties as debtors-in-possession pursuant to the provisions of the Bankruptcy Code.

The Company is involved in various legal proceedings that have arisen in the normal course of business. While the ultimate results of these matters cannot be predicted with certainty, management does not expect them to have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company.

15. RELATED PARTY TRANSACTIONS

In connection with a commitment by Brera Classic II, LLC to participate in a \$75 million senior second funding, Cable entered into a fee letter with Brera, under which Cable agreed to pay them a commitment fee of \$750,000.

In accordance with various provisions of executive management's employment agreements, the Company made payments totaling approximately \$5 million in relation to the Buford acquisition and change of control that resulted from the

Brera equity investment. All payments to management were treated as a current period cost in the third quarter of 1999.

In connection with the Buford acquisition, Cable paid a transaction fee of \$300,000 to a financial consulting firm in which a former member of executive management is a principal.

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16. QUARTERLY FINANCIAL SUMMARY

(in thousands, except per share data)
(unaudited)

<Caption>

	March 31	June 30	September 30	December 31
	-----	-----	-----	-----
2001				
Revenues	\$ 46,032	\$ 46,114	\$ 44,338	\$ 40,820
Operating loss	(7,236)	(12,396)	(219,037)	(34,033)
Net loss before extraordinary item ...	(22,066)	(28,572)	(235,137)	(35,195)
Net loss	(22,066)	(28,572)	(235,137)	(35,195)
Basic and diluted loss per share	(1.24)	(1.61)	(13.25)	(1.99)
2000				
Revenues	\$ 43,303	\$ 47,117	\$ 46,081	\$ 45,848
Operating loss	(2,556)	(3,348)	(4,481)	(8,455)
Net loss before extraordinary item ...	(10,628)	(11,864)	(12,505)	(17,229)
Net loss	(25,395)	(11,864)	(12,505)	(17,229)
Basic and diluted loss per share	(0.61)	(0.67)	(0.71)	(0.97)

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INDEX TO CONDENSED FINANCIAL INFORMATION OF CLASSIC COMMUNICATIONS, INC.
SCHEDULE I

CLASSIC COMMUNICATIONS, INC.

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders
Classic Communications, Inc.

Our audits of the consolidated financial statements referred to in our report dated March 11, 2002, which included an explanatory paragraph regarding the Company's ability to continue as a going concern, appearing in this Annual Report on Form 10-K of Classic Communications, Inc. and its subsidiaries, also included an audit of the financial statement schedule listed in Item 14(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

PricewaterhouseCoopers LLP

Austin, Texas
March 11, 2002

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CLASSIC COMMUNICATIONS, INC.
SCHEDULE I
CONDENSED BALANCE SHEETS
(IN THOUSANDS)

<Caption>

	DECEMBER 31	
	2001	2000
Assets		
Investment in and advances to affiliates	\$ --	\$ 120,710
Total assets	\$ --	\$ 120,710
	=====	=====
Liabilities and Stockholders' Equity (Deficit)		
Liabilities:		
Accumulated losses in excess of investment in and advances to affiliates	\$ 200,260	\$ --
Amounts due to subsidiary	498	691
Total liabilities	200,758	691
Stockholders' equity (deficit):		
Class A voting common stock	106	105
Class B voting common stock	71	72
Nonvoting common stock	1	2
Additional paid-in capital	306,703	306,703
Unearned compensation	(450)	(644)
Accumulated deficit	(507,189)	(186,219)
Total stockholders' equity (deficit)	(200,758)	120,019
Total liabilities and stockholders' equity (deficit)	\$ --	\$ 120,710
	=====	=====

See accompanying notes.

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CLASSIC COMMUNICATIONS, INC.
SCHEDULE I
CONDENSED STATEMENTS OF OPERATIONS
(IN THOUSANDS)

<Caption>

	YEAR ENDED DECEMBER 31		
	2001	2000	1999
Interest expense	\$ --	\$ (535)	\$ (9,574)
Interest in loss of subsidiary	(320,970)	(51,372)	(36,061)
Loss before income taxes and extraordinary item ..	(320,970)	(51,907)	(45,635)
Income tax benefit (expense)	--	(5,820)	1,773
Loss before extraordinary item	(320,970)	(57,727)	(43,862)
Extraordinary loss on extinguishments of debt	--	(9,266)	--
Net loss	\$(320,970)	\$ (66,993)	\$ (43,862)
	=====	=====	=====

See accompanying notes

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CLASSIC COMMUNICATIONS, INC.
SCHEDULE I
CONDENSED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

<Caption>

	YEAR ENDED DECEMBER 31		
	2001	2000	1999
OPERATING ACTIVITIES			
Net cash provided by (used in) operating activities	\$ --	\$ (184)	\$ 551
INVESTING ACTIVITIES			
Net cash provided by (used in) investing activities	--	--	--
FINANCING ACTIVITIES			
Repayments of long-term debt	--	(72,479)	--
Financing costs	--	(265)	(551)
Sales of common stock, net of offering costs	--	660	261,712
Capital contribution to Classic Cable	--	--	(179,179)
Payment of premium on redeemed notes	--	(10,265)	--
Net cash provided by (used in) financing activities	--	(82,349)	81,982
Increase (decrease) in cash and cash equivalents	--	(82,533)	82,533
Cash and cash equivalents at beginning of year	--	82,533	--
Cash and cash equivalents at end of year	\$ --	\$ --	\$ 82,533
	=====	=====	=====

See accompanying notes.

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CLASSIC COMMUNICATIONS, INC.
SCHEDULE I
NOTES TO CONDENSED FINANCIAL STATEMENTS
DECEMBER 31, 2001

1. BASIS OF PRESENTATION

In the parent company-only financial statements of Classic Communications, Inc. (the "Company"), the Company's investment in subsidiaries is stated at cost plus equity in undistributed earnings (losses) of subsidiaries since the date of acquisition, plus advances to, and less payments from, subsidiaries. The parent company-only financial statements should be read in conjunction with the Company's consolidated financial statements.

2. BANKRUPTCY PROCEEDINGS

On November 13, 2001, the Company and all of its wholly owned subsidiaries filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Company and each of its debtor subsidiaries continue to manage their businesses as a debtor-in-possession. The Chapter 11 cases are being jointly administered under Case No. 01-11257. As debtors-in-possession, management is generally authorized to operate the businesses, but may not engage in certain transactions, including those outside the ordinary course of business, unless approved by the Court. After the Chapter 11 filings, the Company obtained several Court orders authorizing the payment of certain pre-petition liabilities (such as employee wages and benefits and programming fees) and taking certain actions designed to preserve the going concern value of the business and thereby enhance the reorganization prospects.

Under bankruptcy law, absent a court order, actions by creditors to collect certain pre-petition indebtedness owed by the Company at the filing date are stayed and certain other pre-petition contractual obligations may not be enforced against the Company. In addition, the Company has the right, subject to Court approval and other conditions, to assume or reject any pre-petition executory contracts and unexpired leases. Parties affected by these rejections may file claims with the Court. The amounts of claims filed by creditors could be significantly different from the amounts recorded by the Company. Due to material uncertainties, it is not possible to predict the length of time the Company will operate under Chapter 11 protection, the outcome of the proceedings in general, whether the Company will continue to operate under its current organizational structure, the effect of the proceedings on the Company's businesses or the recovery by creditors and equity holders of the Company.

A final order of the Court approved a \$30 million secured super-priority debtor-in-possession revolving credit agreement ("DIP Financing") for the Company's sole direct subsidiary, Classic Cable, Inc. ("Cable"), with Goldman Sachs Credit Partners L.P. ("Goldman Sachs") as administrative agent, lead arranger and syndication agent. We, along with all of our subsidiaries, guaranteed Cable's obligations under the DIP Financing and have pledged our assets in connection with such guarantee. As of December 31, 2001, Cable was not in compliance with certain covenants contained therein.

Pursuant to the Bankruptcy Code, schedules have been filed by the Company with the Court setting forth the assets and liabilities of the Company as of the date of the filing. Differences between amounts recorded by the Company and claims filed by creditors will be investigated and resolved as part of the proceedings in the Chapter 11 Cases. The bar date for filing proofs of claim against the